

Phoenix Office  
Centralized Accounting Dept.  
40 North Central  
Phoenix, Arizona 85004  
Main Telephone (602) 262-5311  
Accounting (602) 262-5708  
Facsimile (602) 734-3740

Tucson Office  
One South Church Avenue  
Tucson, Arizona 85701  
Telephone (520) 622-2090  
  
Las Vegas Office  
3993 Howard Hughes Parkway  
Las Vegas, Nevada 89169  
Telephone (702) 949-8200

Albuquerque Office  
201 Third Street, NW  
Albuquerque, New Mexico 87102  
Telephone (505) 764-5400  
  
Reno Office  
5355 Kietzke Lane, Suite 200  
Reno, Nevada 89511  
Telephone (775) 770-2600

ACCT. NO. 46533-00001

October 23, 2006

Invoice No. 782638

**Unsecured Creditors Committee of USA Commercial Mortgage Cor**  
**Attn: Donald R. Walker**  
**9209 Eagle Hills Drive**  
**Las Vegas, NV 89134-6109**

LEGAL SERVICES RENDERED THROUGH SEPTEMBER 30, 2006

USA Commercial Mortgage Corp Unsecured Creditors  
Committee

**B110 CASE ADMINISTRATION**

|            |   |     |          |
|------------|---|-----|----------|
| 08-31-2006 | S. Freeman<br>Travel to Las Vegas, reading materials for hearing and reading<br>draft plan en route (2.0); court appearance and courtroom<br>discussions with counsel for other parties (2.0)                 | 4.0 | 2,040.00 |
| 09-01-2006 | S. Freeman<br>Review e-mail to committee re confidentiality issue   | 0.1 | 51.00    |
| 09-01-2006 | S. Freeman<br>Respond to L. Davis request for copy of draft complaint   | 0.2 | 102.00   |
| 09-01-2006 | S. Brown<br>Work on various responses re committee website inquiries  | 2.0 | 640.00   |
| 09-01-2006 | C. Jordan<br>Obtain copy of pleadings for attorney review; Circulate copy of<br>pleadings for attorney review   | 0.4 | 22.00    |
| 09-01-2006 | M. Schoenike<br>Provide modified distribution motion requested by Ms. S.<br>Freeman (.1); file, docket, serve motion to amend Debtor's<br>Protocol for Continuing Distributions and Interim Holdbacks<br>(.4) | 0.5 | 90.00    |
| 09-05-2006 | S. Brown<br>Review message re Mr. S. Berlin re "investor" questions (.1);<br>review agenda for conference call (.1)   | 0.2 | 64.00    |

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| 09-05-2006 | C. Jordan<br>Obtain copy of pleadings for attorney review; Circulate copy of pleadings for attorney review   | 0.3 | 16.50    |
| 09-06-2006 | S. Brown<br>Work on various responses re creditor committee inquiries (.7); return telephone calls re same (.4); review August 4 transcript for website (.2)           | 1.3 | 416.00   |
| 09-07-2006 | R. Charles<br>Return call to Ms. C. Cunningham on interim distribution motion  | 0.1 | 38.50    |
| 09-07-2006 | S. Brown<br>Review correspondence re letter threatening to sue unsecured creditors (.5); telephone calls re same (.2)  | 0.7 | 224.00   |
| 09-10-2006 | R. Charles<br>Read memo from Mr. T. Burr on expense analysis and actual vs. budget   | 0.1 | 38.50    |
| 09-11-2006 | S. Freeman<br>Read R. Charles e-mail re notice of hearing and respond re court notice on service; read his reply   | 0.1 | 51.00    |
| 09-12-2006 | S. Freeman<br>E-mail reminders re website issues to address  | 0.1 | 51.00    |
| 09-12-2006 | R. Charles<br>Prepare for hearings (.2); read memo from Mr. L. Schwartzer on proposed notice and claim forms (.1); draft memo to Mr. A. Landis on proposed order (.1)  | 0.3 | 115.50   |
| 09-12-2006 | S. Brown<br>Review monthly update requirements on committee website (.5); continue reviewing various memorandum re status of case (1.0)                                | 1.5 | 480.00   |
| 09-13-2006 | S. Freeman<br>Read e-mail from R. Charles re court rulings (.1); read and respond re e-mails from R. Charles, A. Jarvis, committee professionals re call tomorrow (.1) | 0.2 | 102.00   |
| 09-13-2006 | R. Charles   | 3.9 | 1,501.50 |

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|            | Prepare for and attend hearings on continuing distribution motion and protocol for interim distributions and holdbacks, plan exclusivity, Boise-Gowan stay relief and motion to consolidate Wells Fargo and interpleader adversary proceedings (3.9) |     |        |
| 09-13-2006 | S. Brown<br>Continue reviewing status issues in case (.7); review Silver Point issues (.6)   | 1.3 | 416.00 |
| 09-13-2006 | C. Jordan<br>Obtain copy of pleadings for attorney review; Circulate copy of pleadings for attorney review   | 0.3 | 16.50  |
| 09-13-2006 | C. Jordan<br>General filing of documents and pleadings, update filebacks and indices and retrieval of ECF docket(s)  | 0.3 | 16.50  |
| 09-15-2006 | S. Freeman<br>Respond to e-mail re insurance issue   | 0.1 | 51.00  |
| 09-15-2006 | S. Brown<br>Review correspondence from Mr. C. McClellan re budget versus actual for week ending 8/27 (.3); review committee agenda for next meeting and review attachments re same (.5); review and analyze Silver Point materials (.5)              | 1.3 | 416.00 |
| 09-16-2006 | S. Brown<br>Work on implementing protocol re sharing information with unsecured creditors  | 0.4 | 128.00 |
| 09-18-2006 | S. Brown<br>Review second amended order re case management procedures  | 0.5 | 160.00 |
| 09-19-2006 | S. Brown<br>Review correspondence re retention of USA employees  | 0.1 | 32.00  |
| 09-19-2006 | C. Jordan<br>General filing of documents and pleadings, update filebacks and indices and retrieval of ECF documents  | 0.4 | 22.00  |
| 09-20-2006 | S. Freeman<br>Discuss all issues on joint committee/debtor professionals conference calls  | 0.8 | 408.00 |

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| 09-20-2006 | R. Charles<br>Prepare for and participate with all committees' and debtors' professionals on all pending issues  | 0.8 | 308.00 |
| 09-21-2006 | S. Freeman<br>Read e-mail from T. Burr re tasks needed and letter from M. Tucker re quaranties and respond by e-mail to T. Burr and R. Charles re both (.2)  | 0.2 | 102.00 |
| 09-21-2006 | S. Freeman<br>Direct clerk re preparation of materials for hearing   | 0.1 | 51.00  |
| 09-24-2006 | S. Freeman<br>Respond to Mr. R. Charles e-mail re hearing issues   | 0.1 | 51.00  |
| 09-25-2006 | S. Freeman<br>Read e-mails from and to Mr. R. Charles and Mr. T. Burr re hearing preparation and respond re same (.1); read Ms. A. Jarvis e-mail re Standard Development continuance from hearing (.1) | 0.2 | 102.00 |
| 09-25-2006 | R. Charles<br>Work on arrangements for all committees and debtors meeting  | 0.1 | 38.50  |
| 09-26-2006 | S. Brown<br>Work on website issues   | 0.1 | 32.00  |
| 09-26-2006 | C. Jordan<br>Obtain copy of pleadings for attorney review; Circulate copy of pleadings for attorney review   | 0.3 | 16.50  |
| 09-27-2006 | S. Freeman<br>Prepare for hearing tomorrow, reviewing motion papers and recently filed responses   | 1.1 | 561.00 |
| 09-27-2006 | S. Freeman<br>Read Mr. R. Charles and Mr. T. Burr e-mails re motion on ordinary course professionals (.1); read C. Pajak and J. Chubb e-mails and proposed order re interim distribution (.1)          | 0.2 | 102.00 |
| 09-27-2006 | M. Schoenike<br>Review, identification of documents received for filing (.8); work on hearing notebook (.3)  | 1.1 | 198.00 |

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| 09-28-2006 | S. Freeman<br>Travel to Las Vegas, preparing en-route for hearing  | 1.5 | 765.00   |
| 09-28-2006 | S. Freeman<br>Participate in hearing (3.5); continued hearing (1.5)  | 5.0 | 2,550.00 |
| 09-28-2006 | S. Brown<br>Continue reviewing disclosure statement re priority scheme, cash position, valuation and investment structure and exhibits re same (1.8); continue review Silver Point term sheet (.9); review plan definitions (.9)   | 3.6 | 1,152.00 |
| 09-28-2006 | S. Brown<br>Work on website updates  | 0.3 | 96.00    |
| 09-28-2006 | M. Schoenike<br>Review, upload Modified order authorizing Interim Distributions and Holdbacks (.2); e-mail to Mr. Rob Charles re calendaring of distribution and objection deadline (.1); review, identify, documents received - calendar all deadlines, hearing dates (1.0); work on updates to Website to add information on sale, plan, disclosure statement, monthly reports, proof of claim deadline, etc (1.7); update Omnibus hearing date for Case Information Page (.2); update list of substantive orders, e-mail to Mr. Rob Charles for review (.3) | 3.5 | 630.00   |
| 09-29-2006 | S. Freeman<br>Telephone from Mr. R. Charles re prepaid interest issue (.2); read e-mails from Mr. T. Burr re loan collections and employee retention and recommendations and e-mail comments to Mr. R. Charles (.1); read e-mails from Mr. T. Burr re Funds claim issue and work plan (.1)   | 0.4 | 204.00   |
| 09-29-2006 | S. Brown<br>Review report of hearing and upcoming strategy issues (.4); review outline re various orders entered thus far in bankruptcy case (.4)  | 0.8 | 256.00   |
| 09-29-2006 | M. Schoenike<br>Review report on 9/28/06 hearing, calendar continued hearing dates   | 0.5 | 90.00    |
| 09-30-2006 | S. Brown   | 0.5 | 160.00   |

Continue review of various orders entered thus far in  
bankruptcy case

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| <b>TOTAL FOR TASK CODE B110</b> | <b>41.9</b> | <b>15,174.50</b> |
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**B120 ASSET ANALYSIS/RECOVERY**

|            |   |     |        |
|------------|---|-----|--------|
| 09-02-2006 | R. Charles<br>Read memo from Mr. T. Burr on analysis of exit fees (.1)  | 0.1 | 38.50  |
| 09-02-2006 | R. Charles<br>Read memo from Ms. P. Rieger on apparent diversion of<br>Amersbury principal  | 0.1 | 38.50  |
| 09-05-2006 | R. Charles<br>Read memo from Ms. E. Karasik with term sheet on sale of<br>servicing rights from a potential buyer (.1); draft memo to<br>committee on servicing issues (.2)   | 0.3 | 115.50 |
| 09-06-2006 | R. Charles<br>Read memo from Mr. T. Burr and read analysis of operating<br>reports and cash flows (.2)  | 0.2 | 77.00  |
| 09-12-2006 | R. Charles<br>Read USACM press release on issues in distribution (.1); draft<br>memo to Ms. S. Smith on discrepancies (.1); read memo from<br>Ms. Smith on no issues with the holdbacks (.1); work with Ms.<br>S. Freeman on order proposed for continuing distributions and<br>draft memo to counsel (.2); read memo from Ms. S. Smith on<br>default letters and payoff statements (.1); read memo from Mr.<br>S. Strong on professional expenses that may be included in<br>claims against borrowers (.1); locate notes and LSAs from<br>court filings for hearing preparation (.4) | 1.0 | 385.00 |
| 09-15-2006 | R. Charles<br>Analyze default letters and direct analysis in terms of timing,<br>loan balance and maturity (.2); work with Ms. A. Jarvis on<br>insurance claims (.1)  | 0.3 | 115.50 |
| 09-18-2006 | C. Jordan<br>Review and create spreadsheet of default status for attorney R.<br>Charles   | 0.8 | 44.00  |
| 09-19-2006 | S. Freeman  | 0.1 | 51.00  |

Read e-mails from T. Burr and R. Charles re collateral pledge agreement

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|------------|---|-----|--------|
| 09-19-2006 | R. Charles<br>Read memo from Mr. T. Burr on following up on committee's direction to monitor loan collection efforts (.1); work on summary of loans by default letter, default status and related issues (.3); draft memo to Ms. S. Smith on default issues (.1); work with Mr. R. McKirgan on claims against USA Securities D&O policy (.2); work with Mr. Burr on issue raised by Ms. P. Rieger of the Committee on Placer Vineyards (.1); read memo from Ms. C. Pajak and proposed revisions on continuing distribution order (.1); finalize summary of default letters and memo to Ms. Smith and draft memo to Mr. Levinson on issues raised (.2) | 1.1 | 423.50 |
| 09-19-2006 | R. McKirgan<br>Work with Mr. R. Charles re analysis of case   | 0.6 | 255.00 |
| 09-20-2006 | S. Freeman<br>Read Mr. R. Charles e-mail re prepaid interest-unpaid principal   | 0.1 | 51.00  |
| 09-20-2006 | R. Charles<br>Read memo from Ms. S. Smith with payoff statements (.1); telephone to Ms. J. Chubb and read memo from Mr. T. Burr on analysis of default letters (.1); review amended loan summary information from Mr. T. Burr (.1); work on order for continuing distributions (.1)   | 0.4 | 154.00 |
| 09-21-2006 | S. Freeman<br>Read e-mail from M. Tucker re auditor   | 0.1 | 51.00  |
| 09-21-2006 | R. Charles<br>Work with Mr. T. Burr on issues raised by Diversified concerning the \$58 million note, the 10-90 note, security and related issues, and on the sale process (.4); analyze amended loan status report for August (.1); read memo from Ms. C. Cunningham and Mr. S. Strong on ongoing distribution order (.1); read memo from Mr. G. Garman and his revisions on the continuing distribution order (.1)  | 0.5 | 192.50 |
| 09-22-2006 | S. Freeman<br>Read R. Charles and T. Burr responses and follow-up   | 0.1 | 51.00  |
| 09-22-2006 | R. Charles  | 0.7 | 269.50 |

Read memo from Mr. G. Garman, read memo from Mr. S. Strong, incorporate all suggestions into the order on continuing distributions and draft memo to counsel on same (.6); work with Ms. S. Freeman on status of default letters (.1); work with Mr. Strong and Mr. Garman on changes to order (.1); read memo from Mr. Strong approving draft

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| 09-25-2006 | S. Freeman<br>Read e-mail from Mr. T. Burr re default interest collection issue (.1); read M. Tucker e-mail re IP issues (.1); read Mr. R. McKirgan analysis of D&O policies (.1)  | 0.3 | 153.00 |
| 09-26-2006 | R. Charles<br>Work with Mr. T. Burr on loan collection issues (.2); work with Mr. Burr on demonstrative exhibits needed for hearing (.1)   | 0.3 | 115.50 |
| 09-26-2006 | R. McKirgan<br>Review D & O policy and outline issues; e-mail to Mr. R. Charles re D & O policy  | 1.1 | 467.50 |
| 09-27-2006 | S. Freeman<br>Read T. Burr e-mail re loan collection issues (.1); read R. Charles e-mail to debtors' professionals re loan collection concerns (.1)  | 0.2 | 102.00 |
| 09-27-2006 | R. Charles<br>Telephone call from Mr. C. Orrock on Royal Hotel (.2)  | 0.2 | 77.00  |
| 09-27-2006 | R. Charles<br>Read memo from and return call to Mr. R. McKirgan on USA Securities D&O policy (.2) and draft memo to committees' and debtors' counsel on issues (.1) ; note hearing on motion to enforce order approving distribution of funds (.1); read motion by USA Commercial Real Estate Group (.1) and draft rule 2004 motion and order (.1) | 0.6 | 231.00 |
| 09-28-2006 | R. Charles<br>Draft memo to Mr. M. Levinson and Ms. A. Jarvis on the Royal Hotel (.1)  | 0.1 | 38.50  |
| 09-29-2006 | R. Charles   | 0.2 | 77.00  |



Work with Mr. R. Russell and Ms. P. Rieger on claims in connection with the Royal Hotel transactions (.1); draft memo to Mr. M. Levinson and Ms. A. Jarvis re same (.1)

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| <b>TOTAL FOR TASK CODE B120</b> | <b>9.5</b> | <b>3,574.00</b> |
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**B130 ASSET DISPOSITION**

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|------------|---|-----|----------|
| 08-31-2006 | S. Freeman<br>Evaluate response from proposed bidder to sale issues with Mr. T. Burr (.5); calls to and from Mr. R. Charles re getting committee quorum to evaluate sale response (.2); call to Mr. R. Charles, Mr. D. Walker with Mr. T. Burr re prospective buyer (.3); call with Mr. T. Burr and prospective buyer re sale issues (.2)   | 1.2 | 612.00   |
| 09-01-2006 | S. Freeman<br>Review proposed buyer's revised offer   | 0.1 | 51.00    |
| 09-01-2006 | S. Freeman<br>Review e-mail from Mr. R. Charles to debtor and other committees re UCC position in proposed sale (1.1); telephone from Mr. R. Charles re proposed buyer's reply to our response and follow-up (.2); participate in committee meeting re alternative sale (.8)  | 2.1 | 1,071.00 |
| 09-01-2006 | R. Charles<br>Work on memo to Mr. T. Allison and Mr. B. Fasel on rejection of buyer 2 offer as amended after reading amended offer and working through it with the subcommittee (.4); work with Mr. T. Allison, Mr. B. Fasel, Mr. T. Burr on sale issues (.4); read memo from Mr. S. Kahn and Mr. D. Cooley re Silver Point offer (.1); read memo from Ms. C. Pajak with communications with Silver Point (.1); call to Mr. F. Merola on same; telephone to Mr. T. Burr on the Silver Point call (.1); work with Stutman and Alvarez on Silver Point (.4); work on outline for buyer 2 transaction (.5); read memo from and telephone call from Mr. M. Bloom on Racebrook offer (.1); return call to Mr. F. Merola re sale issue (.1); work with Mr. M. Levinson and Mr. M. Tucker on issues raised by buyer 2 offer on servicing rights (.6); draft memo to Mr. S. Kahn re Silver Point and UCC (.1) | 2.9 | 1,116.50 |
| 09-02-2006 | R. Charles  | 2.2 | 847.00   |

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|            | Work on term sheet for buyer 2 purchase of servicing rights and exhibit on additional Diversified loans for servicing (1.8); draft memo to Mr. S. Kahn re same (.1) read memo from Mr. S. Kahn re same (.1); read memo from Ms. A. Jarvis re sale issue (.1); read memo from Mr. M. Levinson re sale issue and prepare and circulate redline (.1)   |     |          |
| 09-03-2006 | S. Freeman<br>Review e-mails from Mr. R. Charles re proposal to potential buyer on servicing rights and draft agreement mark up (.8); review e-mails from potential bidder, counsel for Diversified, counsel for Direct Lenders' committee, counsel for debtor (.3); read and respond to several e-mails re scheduling meetings to discuss sale proposals (.1)  | 1.2 | 612.00   |
| 09-03-2006 | R. Charles<br>Read memo from Mr. T. Burr re sale (.1); read memo from Mr. G. Gordon re sale issue (.1); read memo from Mr. M. Levinson on sale issues; telephone call from Mr. S. Kahn and read memo from Mr. Kahn re Silver Point (.1) and correspond on meeting with buyer (.1); read memo from Ms. A. Jarvis re sale issue (.1)  | 0.5 | 192.50   |
| 09-04-2006 | S. Freeman<br>Analyze sale term sheet issues with Mr. R. Charles (.3); conference call with Mr. R. Charles, Mr. T. Burr, M. Thacker, M. Levinson re sale issues (.6); conference call with same and debtor FTDF and direct lender representatives added (1.1); e-mail from E. Karasik re FTDF response to term sheet (.1); study revised draft mark-ups of term sheet (.5); conference call to discuss with R. Charles and M. Levinson (.9); revise further and redline changes (.9); review R. Charles e-mail re mark-up (.1); send e-mail to all parties re differences and making further revisions (.1); review T. Biar e-mail with changes to draft and respond (.1); revise draft, redline and send to all (.3) | 5.0 | 2,550.00 |
| 09-04-2006 | R. Charles  | 4.9 | 1,886.50 |

Analyze Silver Point draft, and redline (.4); analyze information from Mr. T. Burr on fees and read memo from Mr. Burr on pricing (.3); draft memo to Mr. S. Kahn on follow up (.1); read memo from Mr. Kahn re same (.1); draft memo to Committees and Debtors on process (.1); work with Ms. S. Freeman on issues in buyer 2 draft (.2); conference call with counsel and financial advisers for Diversified Fund and UCC (.6); conference call with representatives of all Debtors, Committee and financial advisers on buyer 2 offer (1.1); read memo from Mr. Kahn on timing (.1); work on terms sheet on buyer 2 draft (.5); work with Mr. Levinson and Ms. Freeman on redraft of buyer 2 term sheet, and read memo from Ms. C. Pajak on same (.9); work on term sheet and redline (.3) and draft memo to counsel and FAs on redraft (.1); read memo from Ms. A. Jarvis on sale issues (.1); read memo from Mr. T. Burr on list of loans to be serviced (.1)

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|------------|--|-----|----------|
| 09-05-2006 | S. Freeman<br>Review FTDF marked changes to term sheet and e-mail suggested additions (.2); participate in joint committee-debtor meeting re sale term sheet (1.5); e-mails from T. Burr re loan payoff issues for sale analysis (.2)  | 1.9 | 969.00   |
| 09-05-2006 | R. Charles<br>Read memo from Ms. C. Pajak with FDTF comments on buyer 2 term sheet (.2); work with Mr. T. Burr and Mr. M. Levinson on Diversified loans for servicing (.1); read memo from Ms. A. Jarvis via Mr. S. Strong with debtors' comments on term sheet (.2); read memo from Mr. G. Garman with Direct Lenders' Committee's comments on term sheet (.2); read memo from Ms. A. Jarvis on buyer 2 negotiations (.1); draft memo to Ms. Jarvis with preliminary comments on draft (.2); read memo from Mr. E. Karasik on break up fee (.1) ; work on analysis of alternatives to transfer of servicing rights (.1) and follow up on meeting with Mr. Burr, Mr. Walker, Ms. Nounna and Mr. Allison on alternatives (.3) | 1.3 | 500.50   |
| 09-06-2006 | S. Freeman<br>Read e-mails and attachments re new draft of sale term sheet and changes from A. Jarvis, E. Karasik, M. Levinson, R. Charles (.5); review next draft of term sheet (.2); read e-mails from R. Charles, D. Walker, A. Jarvis re sale issues and call (.2); participate in call with debtor and committee professionals and in part, potential buyer, re term sheet issues (1.3); return call to committee chair re sale meeting (message re same) (.1)  | 2.3 | 1,173.00 |

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| 09-06-2006 | <p>S. Freeman</p> <p>Read e-mail from F. Merola re term sheet and forward to committee chair, M. Levinson, T. Burr (.1); telephone to T. Burr re follow-up for information re sale issue (.2); telephone to R. Charles re same and re drafting issue (.2); telephone to M. Levinson re proposal for term sheet issue (.2); telephone to A. Jarvis (message re same) (.1); e-mail to A. Jarvis re proposal (.1); discuss meeting between T. Burr, D. Walker and Mesirow and findings with D. Walker and R. Charles, and impact on sale (.7); telephone to A. Jarvis re sale issues and options (.3); telephone to M. Levinson (message re same) (.1); discuss analysis with R. Charles (.1); return M. Levinson call re proposal and analysis (.2); read T. Burr e-mail re loan payoff analysis (.1); respond re concerns with proposed option (.1); telephone to A. Jarvis re handling drafting point (.1); search for draft language, and call her re same (.3); read T. Burr e-mail re default interest computation (.1); draft response to F. Merola re same (.1); read e-mail exchange between R. Charles and E. Karasik re same and respond to R. Charles re alternative language (.1); e-mail to FTDF re allocation issue (.1); read response from E. Karasik and reply (.1); reply to further response (.1); review new draft of term sheet and note language points (.2); mark changes and send back to all with cover notes (.2); e-mail to D. Walker and T. Burr re same and e-mail to them from E. Karasik re allocation issue and respond (.1); second e-mail exchange re same (.1)</p> | 4.2 | 2,142.00 |
| 09-06-2006 | R. Charles  | 3.8 | 1,463.00 |

Read memo from Ms. A. Jarvis with redraft and read draft and redline (.2); read memo from Ms. E. Karasik with changes (.2); read memo from Ms. C. Pajak with changes as well (.2); read memo from Mr. M. Levinson on changes (.1); work on changes to the post-closing entitlements language and forward to counsel (.2); telephone call from Mr. M. Bloom and analyze the buyer 1 revised offer (.1); work with Mr. T. Allison on response to Racebrook (.1); work with Ms. Karasik on change (.1); telephone call from Mr. B. Fasel re sale issue (.1); return call to Mr. M. Bloom re sale issue (.2); read memo from Mr. S. Strong and work on meeting with buyer 2 and counsel (.1); read memo from Ms. A. Jarvis on meeting (.1); prepare for and participate in meeting with Committees and Debtors professionals (.5) and then also with buyer 2 representatives (.9); telephone call from Mr. T. Burr on Mesirow information (.1); discussions with Mr. D. Walker and Ms. S. Freeman on sale issues (.7); read and respond to memo from Mr. Merola re sale issue (.1); work with Ms. Freeman on approach to FTDF (.1)

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| 09-07-2006 | S. Freeman<br>Respond to T. Burr e-mail re sale issues   | 0.1 | 51.00  |
| 09-07-2006 | S. Freeman<br>E-mail to debtor and committee professionals re committee's sale decision (.1); read Mr. R. Charles e-mail to C. Karasik re proceeds allocation (.1); e-mail to T. Burr re follow-up on carve-outs of transactions (.1)  | 0.3 | 153.00 |
| 09-07-2006 | S. Freeman<br>Read e-mails and attached language changes to sale agreement from M. Levinson, T. Burr, S. Strong, G&S (.2); respond to e-mails re participation in call to discuss sale (.1)  | 0.3 | 153.00 |
| 09-07-2006 | R. Charles<br>Read revised draft agreement terms (.3); negotiate with Ms. E. Karasik and identify strategies for Ms. S. Freeman (.2); analyze Ms. Jarvis' redraft (.2); read memo from Mr. S. Strong on follow up to Silver Point (.1) | 0.8 | 308.00 |
| 09-08-2006 | S. Freeman   | 1.7 | 867.00 |

Read e-mail from T. Burr re sale exhibits (.1); read e-mail from A. Jarvis re revised term sheet from prospective purchases and notice to purchaser of exceptions (.1); read e-mail from A. Jarvis re buyer letter on carve-out (.1); e-mail from S. Strong re redline of changes (.1); read R. Charles e-mail to committee re call with other professionals re term sheet issues (.1); e-mail from Ms. B. Higgins re direct lender changes to term sheet (.1); e-mails from A. Jarvis, C. Pajak re term sheet changes (.1); discuss strategy issues with R. Charles (.2); read R. Charles e-mail to committee re sale issues (.1); read e-mails from A. Jarvis re additional changes from prospective buyer, exhibits to term sheet (.1); read e-mails from G. Garman re revised language, and discuss with him (.2); read e-mail from R. Charles re discussions with Diversified professionals re sale (.1); read e-mails from T. Burr and A. Jarvis re exhibits issue (.1); read e-mails from C. Pajak, A. Jarvis re bidding procedures and discuss with R. Charles (.1)

|            |  |     |          |
|------------|--|-----|----------|
| 09-08-2006 | R. Charles<br>Read memo from Ms. A. Jarvis and buyer 2's redraft of the letter of intent (.3) and briefly discuss issues with Ms. S. Freeman (.2); read memo from and work with Mr. T. Burr on list of exhibit B loans to be serviced and those to be retained (.2); prepare for and participate in call on offer (2.0); work with Mr. D. Walker on sale issues (.1); work with Ms. E. Karasik on issues in the draft, read memo from Ms. Karasik and draft memo to Ms. Karasik on proposal (.2); draft memo to Mr. Walker, Ms. Freeman, Mr. Burr and Mr. Levinson on proposal (.1); work with Mr. Kvarda on buyer 2 offer on default interest accrued (.1); work with Ms. Freeman on negotiations and committee follow up on sale issues (.2); return call to Mr. M. Levinson and Mr. J. Herman (.9); draft memo to committees and debtors on sale issues and distribution language (.2); read language proposed by buyer 2 (.1); read language proposed by FTDF (.1); read and respond to memo from Ms. A. Jarvis on drafting (.2); discuss issues with Ms. Freeman (.1) and Mr. G. Garman (.1); work with Mr. T. Burr on list of loans included in the proposal for transfer (.1) | 5.2 | 2,002.00 |
| 09-10-2006 | R. Charles<br>Read memo from Ms. E. Karasik; read memo from Ms. A. Jarvis (.1); work on Silver Point redraft (.2)  | 0.3 | 115.50   |
| 09-11-2006 | S. Freeman   | 0.4 | 204.00   |

|            |  |     |        |
|------------|--|-----|--------|
|            | Read e-mail from A. Jarvis re revised term sheet and explanation (.1); read e-mail from C. Pajak re changes to her draft (.1); read e-mail from M. Levinson with additional changes (.1); e-mails from B. and M. Tucker re sale exhibits (.1)  |     |        |
| 09-11-2006 | R. Charles<br>Analyze revised Silver Point proposed language (.1); prepare for and participate in call on sale negotiations with all debtors and committees (.9); work on revised language (.2)  | 1.2 | 462.00 |
| 09-12-2006 | S. Freeman<br>Review revised sale term sheet and note concerns with changes (0.2); discuss concerns with sale term sheet and plan term sheet with R. Charles and add M. Sevrison to call (0.3)   | 0.5 | 255.00 |
| 09-12-2006 | R. Charles<br>Read amended term sheet from buyer 2 (.2); read memo from Ms. E. Karasik; read memo from and call to Ms. A. Jarvis re sale issues (.1) ; work with Ms. S. Freeman, then also Mr. M. Levinson, then also Mr. M. Tucker on the LOI by buyer 2 (.4); then participate in all committees and debtors call (.4) | 1.0 | 385.00 |
| 09-13-2006 | S. Freeman<br>Read e-mails from T. Fasel and T. Burr re bidding procedures   | 0.1 | 51.00  |
| 09-15-2006 | S. Freeman<br>Read 2 e-mails from Mr. T. Burr re sale (.2); read e-mail from M. Tucker (.1); re sale process issues and marketing (.1); read Mr. T. Burr e-mail re due diligence logs and confidentiality (.1)   | 0.5 | 255.00 |
| 09-16-2006 | R. Charles<br>Read memo from Ms. E. Monson and proposed bid procedures (.2); draft memo to all committees and debtors on suggestions (.1)  | 0.3 | 115.50 |
| 09-16-2006 | R. Charles<br>Work on memo to Ms. J. Chubb and Mr. R. LePome on working on the issues concerning transfer of loan servicing in the Silver Point letter of intent (.3)  | 0.3 | 115.50 |
| 09-17-2006 | S. Freeman<br>Review bidding procedures draft from debtors and e-mail my comments and suggestions to Mr. R. Charles to compile with other committee changes  | 0.2 | 102.00 |

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|------------|--|-----|--------|
| 09-18-2006 | R. Charles<br>Work with Mr. T. Morgan on drafting the asset purchase agreement (.2); read memo from Ms. C. Pajak with comments on bid procedures and process (.1)  | 0.3 | 115.50 |
| 09-19-2006 | S. Freeman<br>Read two E. Karasik memos and S. Burr memo on bidding procedures (.1); read proposed amendment to Silver Point contract provision and e-mail my response (.1)  | 0.2 | 102.00 |
| 09-19-2006 | R. Charles<br>Read memo from Mr. T. Burr on bid procedures (.1); read memo from Ms. C. Pajak and markup of bid procedures (.1)   | 0.2 | 77.00  |
| 09-20-2006 | S. Freeman<br>Read e-mails from A. Jarvis, R. Charles, C. Pajak on buyer MAC clause  | 0.1 | 51.00  |
| 09-20-2006 | S. Freeman<br>Read C. Pajak and A. Jarvis e-mails re MAC clause language   | 0.1 | 51.00  |
| 09-20-2006 | R. Charles<br>Read correspondence and drafts on bid procedures (.1) and Silver Point condition for Material Adverse Change (.1); call from Mr. A. Leavitt, a potential buyer, and draft memo to Mr. B. Fasel on inquiry (.2) | 0.4 | 154.00 |
| 09-21-2006 | S. Freeman<br>Read C. Pajak and M. Levinson and S. Garman e-mails re bid and sale procedures issues (.1); read A. Jarvis mark-up of MAC and auction language (.1); read R. Charles e-mail on bid procedures (.1)             | 0.3 | 153.00 |
| 09-21-2006 | S. Freeman<br>Read e-mails from A. Jarvis, M. Levinson, G. Gaiman re bidding procedures  | 0.1 | 51.00  |
| 09-21-2006 | R. Charles   | 1.0 | 385.00 |



Read memo from Mr. M. Levinson, Mr. G. Garman and Ms. C. Pajak on bidding procedures and committees' involvement (.2); draft memo to counsel on issues raised (.1); read memo from Mr. Levinson, work with Ms. Freeman on and respond on the procedural issues raised (.2); read memo from Mr. S. Strong and read bid procedures motion (.4); read memos from Debtors, Diversified and Direct Lenders with final resolution of issues on bid procedures (.1)

|                                 |   |             |                  |
|---------------------------------|---|-------------|------------------|
| 09-22-2006                      | S. Freeman<br>Read e-mails from Mr. G. Garman, Ms. A. Jarvis, Mr. R. Charles, Ms. E. Monson re bidding procedures   | 0.1         | 51.00            |
| 09-22-2006                      | R. Charles<br>Read memo from Mr. J. McCarroll on bid procedures language (.1); work on bid procedures motion with input from Ms. C. Pajak and Ms. E. Monson (.1); meeting via call with Mr. R. LePome, Ms. J. Chubb and Mr. G. Garman on transfer of servicing assets in the sale, their questions and concerns, including about a plan (.9); read memo from Ms. E. Monson with revised bid procedures (.1); read memo from Ms. C. Pajak on change to bid procedures (.1); read memo from Ms. Monson on additional changes to bid procedures (.1); telephone call from Mr. D. Ruben, a party interested in either bidding on FTDF assets, the servicing rights, or both (.5); work with Ms. E. Karasik, Mr. M. Levinson, Ms. A. Jarvis and Mr. G. Garman on input into the selection of highest bidder (.1) | 1.6         | 616.00           |
| 09-25-2006                      | R. Charles<br>Telephone call from Ms. J. Chubb on plan and sale issues (.4); draft memo to Mr. T. Morgan on asset purchase agreement (.2)   | 0.6         | 231.00           |
| 09-27-2006                      | R. Charles<br>Work on memo on asset purchase agreement  | 0.1         | 38.50            |
| <b>TOTAL FOR TASK CODE B130</b> |   | <b>51.9</b> | <b>22,856.50</b> |

**B150 MEETINGS OF CREDITORS**

|            |   |     |          |
|------------|---|-----|----------|
| 09-01-2006 | S. Freeman<br>Committee meeting participation | 1.3 | 663.00   |
| 09-01-2006 | R. Charles                                    | 2.7 | 1,039.50 |

Prepare for and meet with Mr. D. Walker, Mr. L. Rieger, Ms. S. Nounna as subcommittee on response to buyer 2 with Mr. T. Burr, and Ms. S. Freeman to work out a response to buyer 2 offer (1.2); telephone call from Mr. C. Hainsworth on developments (.2); read and respond to read memo from Mr. G. Yoder, an unsecured lender (.1); work with Mr. S. Brown on inquiries from unsecured creditors (.1); telephone call from Ms. S. Nounna (.1); meeting with Committee members, Ms. S. Freeman and Mr. T. Burr on response to buyer 2 (.9); return call to Mr. J. Bauer on committee question (.1)

|            |  |     |          |
|------------|--|-----|----------|
| 09-01-2006 | M. Schoenike<br>Review schedules and respond to Mr. R. Charles re schedules amount of unsecured creditor (.2); meet with Mr. S. Brown re website inquiry and response (.3)   | 0.5 | 90.00    |
| 09-01-2006 | S. Meskell<br>Attend meeting re Silver Point offer (.9) (NO CHARGE); prepare draft of minutes (.5)   | 0.5 | 72.50    |
| 09-02-2006 | R. Charles<br>Read memo from Ms. S. Nounna re committee question (.1); read memo from Mr. and Mrs. Rieger re same (.1); work with Mr. S. Brown on creditor inquiries (.2)  | 0.4 | 154.00   |
| 09-04-2006 | S. Freeman<br>Revise draft minutes of last two meetings (.9); revise draft agenda (.1); review minutes of 9/1 meeting and send e-mail to Mr. R. Charles re same (.1)   | 1.1 | 561.00   |
| 09-04-2006 | R. Charles<br>Work on minutes of last two committee calls for dissemination (.2); work on agenda for the Committee's Sept. 5 meeting, including report and recommendation on sale, plan, ordinary course professionals, continuing distributions, and other pending issues (1.0) | 1.1 | 423.50   |
| 09-05-2006 | S. Freeman<br>Participate in committee meeting follow-up e-mail to committee re votes needed and description of issues (.2); e-mail from Mr. R. Charles re one vote (.1); revise and send e-mail re voting (.1); e-mail from member re his vote (.1)                             | 0.5 | 255.00   |
| 09-05-2006 | R. Charles   | 3.0 | 1,155.00 |

|            |   |     |          |
|------------|---|-----|----------|
|            | Prepare for and participate in meeting with Committee (2.4); telephone to Mr. B. Russell (.1); work with Mr. S. Brown on responding to creditor inquiries (.1); assist with response to Mr. J. Lanzas (lender) (.1); telephone call from Mr. J. Sabia, a Freeway 101 lender (.2); draft memo to committee on servicing rights issues (.1); work on memo to Committee on all committees and debtors' call and sale issues (.3) |     |          |
| 09-05-2006 | S. Meskell<br>Attend Committee meeting (2.4) (NO CHARGE); follow up on votes and prepare draft of Meeting Minutes (3.0)   | 3.0 | 435.00   |
| 09-06-2006 | R. Charles<br>Draft letter to Mr. D. Walker on committee members expenses (.1) ; draft memo to committee on USACM motion concerning defined benefit pension plan (.1)   | 0.2 | 77.00    |
| 09-06-2006 | S. Meskell<br>Continue to edit and supplement September 5 Committee Meeting minutes   | 0.9 | 130.50   |
| 09-07-2006 | S. Freeman<br>Respond to Mr. R. Charles e-mail re committee meeting (.1); committee meeting to discuss sale issues (2.0)  | 2.1 | 1,071.00 |
| 09-07-2006 | R. Charles<br>Prepare for and participate in committee meeting (2.0); call to Ms. S. Nounna on liens against insiders (.1); work on response to investor inquiry on holdback issues (.1)  | 2.2 | 847.00   |
| 09-07-2006 | S. Meskell<br>Attend and take minutes of USA Commercial Mortgage Unsecured Creditors Committee meeting (NO CHARGE)  | 2.2 | 0.00     |
| 09-08-2006 | R. Charles<br>Draft memo to committee on scheduling and sale negotiations (.3); conference with Mr. D. Walker (.1); read memos from Committee members (.2)  | 0.5 | 192.50   |
| 09-08-2006 | S. Meskell<br>Prepare draft of September 7, 2006 Committee Meeting Minutes  | 0.8 | 116.00   |
| 09-10-2006 | R. Charles  | 0.1 | 38.50    |

|            |  |     |          |
|------------|--|-----|----------|
|            | Read memo from Mr. D. Walker on plan; read and respond to inquiry from Ms. S. Nounna on servicing  |     |          |
| 09-11-2006 | R. Charles<br>Work with Ms. S. Nounna on status of buyer 2 sale and committee meeting schedule (.1); read memo from committee member (.1)  | 0.2 | 77.00    |
| 09-11-2006 | S. Meskell<br>Edits to Minutes of September 7, 2007 Meeting  | 0.3 | 43.50    |
| 09-12-2006 | R. Charles<br>Work with Ms. S. Nounna on buyer 2 revised offer (.1); return call to Mr. J. Bauer; work with Mr. Walker on claims issue (.1)  | 0.3 | 115.50   |
| 09-13-2006 | R. Charles<br>Telephone call from Mr. C. Hainsworth re committee question  | 0.1 | 38.50    |
| 09-13-2006 | S. Brown<br>Review and respond to various correspondence from unsecured creditors  | 0.3 | 96.00    |
| 09-15-2006 | R. Charles<br>Read memo from Mr. D. Walker and draft memo to committee on outline of agenda for Monday call and on plan issues (.2); work with Mr. D. Walker on developments with USAIP and plan (.1)  | 0.3 | 115.50   |
| 09-16-2006 | R. Charles<br>Draft memo to Committee on U.S. Trustee and other fee application objections (.1); work on September 7 minutes for Committee approval (.1); work on agenda and memorandum for Committee meeting (.5); telephone call from Mr. G. Taylor (an unsecured creditor due to diverted principal) (.3) | 1.0 | 385.00   |
| 09-18-2006 | S. Freeman<br>Participate in committee meeting   | 2.6 | 1,326.00 |
| 09-18-2006 | R. Charles<br>Prepare for committee meeting and memo to counsel for direct lenders (.5); participate in committee's meeting on strategy and options (2.6); telephone call from Mr. D. Devereaux on loans (.2)  | 3.3 | 1,270.50 |

|            |  |     |          |
|------------|--|-----|----------|
| 09-18-2006 | S. Brown<br>Review and respond to various unsecured creditor inquiries<br>(.2); telephone call re same (.2)  | 0.4 | 128.00   |
| 09-18-2006 | S. Meskill<br>Attend Committee meeting for the purpose of taking Minutes<br>(2.6) (NO CHARGE); draft minutes (2.3)   | 2.3 | 333.50   |
| 09-19-2006 | S. Freeman<br>Review and revise draft minutes of meeting   | 0.2 | 102.00   |
| 09-19-2006 | R. Charles<br>Read memo from Mr. Burr to Committee on recommendation<br>on employee retention program (.1); work on minutes of<br>committee meeting (.3); read memos from the Committee on<br>employee retention alternatives (.1)   | 0.5 | 192.50   |
| 09-19-2006 | S. Meskill<br>Review, edit and supplement Minutes to Committee Meeting of<br>September 18, 2006  | 0.6 | 87.00    |
| 09-20-2006 | S. Freeman<br>Review outline of discussion issues for call with Diversified<br>and discuss with Mr. R. Charles (.2); participate in call with<br>Mr. R. Charles, Mr. T. Burr and Diversified professionals re<br>plan and litigation issues (2.9)                            | 3.1 | 1,581.00 |
| 09-20-2006 | R. Charles<br>Draft memo to Mr. Don Walker on morning call and<br>discussions  | 0.1 | 38.50    |
| 09-21-2006 | S. Freeman<br>Review and revise draft minutes  | 0.1 | 51.00    |
| 09-21-2006 | S. Freeman<br>Participate in committee meeting re plan term sheet  | 1.6 | 816.00   |
| 09-21-2006 | R. Charles<br>Prepare for and participate in committee's meeting with<br>professionals on plan issues and negotiations and on<br>Diversified issues(1.6); telephone call from Mr. D. Walker re<br>same (.1); work on memo to the committee on points for<br>negotiation (.8) | 2.5 | 962.50   |

|            |  |     |          |
|------------|--|-----|----------|
| 09-21-2006 | S. Meskell<br>Attend Committee Meeting and take down minutes (1.6) (NO CHARGE); begin work on minutes (.3)   | 0.3 | 43.50    |
| 09-22-2006 | S. Freeman<br>E-mail to members re information on voting issue   | 0.1 | 51.00    |
| 09-22-2006 | R. Charles<br>Read memo from Ms. S. Freeman and finalize memo to committee, forward and telephone to Mr. D. Walker (.2); read memo from Mr. M. Yoder on responses to memo (.1); read memo from Mr. T. Burr on same; read memo from Mr. R. Hagmaier on same (.1); read memo from Ms. S. Freeman on FTDF input into the calculation of the formula for plan sharing (.1); read memo from Ms. P. Rieger on poll (.1); read memo from Ms. S. Freeman on allocation of fees of debtors' professionals for committee input (.1); read memo from Mr. C. Hainsworth on poll (.1); read memo from Mr. D. Walker on poll (.1); prepare summary of committee members' input (.2) and circulate; telephone to Mr. J. Bauer on poll (.2); telephone to Mr. R. Russell on need for input and USAIP issues (.1) | 1.0 | 385.00   |
| 09-22-2006 | S. Meskell<br>Draft Minutes of September 21, 2006 Committee Meeting  | 1.7 | 246.50   |
| 09-23-2006 | R. Charles<br>Work on minutes of committee's last meeting  | 0.2 | 77.00    |
| 09-25-2006 | S. Freeman<br>Read draft minutes of meeting and e-mail comments to Mr. R. Charles  | 0.2 | 102.00   |
| 09-25-2006 | R. Charles<br>Read memo from Ms. P. Rieger re committee question (.1); read memo from unsecured creditor on diverted principal (.1); telephone call from an unsecured creditor that is also a Diversified investor (.3)  | 0.5 | 192.50   |
| 09-26-2006 | R. Charles   | 3.1 | 1,193.50 |

|            |   |             |                  |
|------------|---|-------------|------------------|
|            | Read memo from Ms. P. Reiger re committee issue (.1); draft memo to committee on agenda (.1); read memo from Mr. R. Ianni; telephone call from Mr. Bob Russell re creditor concerns (.1); prepare for and participate in committee's meeting (2.3) ; work with Ms. S. Freeman on discussions in all committees and debtors meeting, including on fee applications, ordinary course of business professionals and related issues, and on issues raised in committee meeting (.5) |             |                  |
| 09-26-2006 | S. Meskell<br>Prepare for and attend Committee Meeting (1.2) (NO CHARGE); take down meeting notes on which to prepare minutes (1.2)   | 1.2         | 174.00           |
| 09-27-2006 | S. Meskell<br>Draft minutes of Committee Meeting  | 1.3         | 188.50           |
| 09-28-2006 | S. Freeman<br>Write summary of hearing (NO CHARGE)  | 1.0         | 0.00             |
| 09-28-2006 | R. Charles<br>Return call to Mr. F. Soro on claims (.1); work with Ms. P. Rieger on Royal Hotel issue (.1)  | 0.2         | 77.00            |
| 09-28-2006 | S. Brown<br>Review and respond to correspondence re various investor inquiries  | 0.2         | 64.00            |
| 09-29-2006 | S. Freeman<br>Prepare report of yesterday's hearing and negotiated for resolution and send to committee   | 0.8         | 408.00           |
| 09-29-2006 | R. Charles<br>Work with Ms. S. Freeman on hearing and settlement aftermath (.2)   | 0.2         | 77.00            |
|            | <b>TOTAL FOR TASK CODE B150</b>   | <b>54.9</b> | <b>18,360.00</b> |

**B160 FEE/EMPLOYMENT APPLICATIONS**

|            |  |     |        |
|------------|--|-----|--------|
| 09-01-2006 | M. Schoenike<br>Telephone from Office of U.S.Trustee re Sierra application | 0.2 | 36.00  |
| 09-16-2006 | R. Charles   | 0.4 | 154.00 |

|            |  |     |        |
|------------|--|-----|--------|
|            | Read U.S. Trustee notice of objection to L and R fee application (.1) and to other professionals' applications (.1); draft memo to Mr. A. Landis on "meet and confer" and backup information needed (.1); direct information retrieval for U.S. Trustee's objection; read the McNight response to fee applications (.1)  |     |        |
| 09-18-2006 | S. Freeman<br>Review time entries and adjust to meet U.S. Trustee requirements   | 0.3 | 153.00 |
| 09-18-2006 | R. Charles<br>Work with Mr. A. Landis on scheduling "meet and confer"; read his schedule on RQN expenses (.1); draft memo to Mr. Landis on disputed messenger charges (.1)   | 0.2 | 77.00  |
| 09-18-2006 | R. Charles<br>Work on issues in the time entries (NO CHARGE)   | 0.2 | 0.00   |
| 09-24-2006 | S. Freeman<br>E-mail to Mr. R. Charles and Ms. A. Manzionna re monthly fee statement issue   | 0.1 | 51.00  |
| 09-25-2006 | S. Freeman<br>Read U.S. Trustee detail on fee objection and e-mail to Mr. R. Charles re same   | 0.1 | 51.00  |
| 09-25-2006 | R. Charles<br>Work on L and R (.3) and Sierra (.1) monthly statements and work with Mr. Burr on status of Sierra statement; work with Ms. S. Meskell on filing and conference with Ms. C. Carlyon on same (.1); telephone call from Ms. C. Pajak and direct delivery to Mr. A. Landis (.1); work on letter to Ms. A. Jarvis on issues raised in the objection (.2) | 0.8 | 308.00 |
| 09-25-2006 | S. Meskell<br>Online filing of monthly statements fee for Lewis and Roca and Sierra Consulting Group   | 1.0 | 145.00 |
| 09-26-2006 | R. Charles<br>Work on amended fee statements for L and R and Sierra  | 0.1 | 38.50  |
| 09-26-2006 | S. Meskell<br>Prepare Amended Second Monthly Fee Statement for both Lewis and Roca and Sierra Consulting, electronically file same   | 1.8 | 261.00 |